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URBAN A. LESTER

December 16, 1997

RECORDATION NO. **21073** FILED

DEC 16 '97 12-20PM

 Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated December 11, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

Lessee: The Burlington Northern and Santa Fe
Railway Company
1700 East
Schaumburg, Illinois 60173

A description of the railroad equipment covered by the enclosed document is:

124 covered coil steel cars bearing reporting marks and road numbers:

BNSF 534419 and BNSF 534476 through BNSF 534598, both inclusive

90 open coil steel cars bearing reporting marks and road numbers:

BNSF 529721 through BNSF 529810, both inclusive

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BOARD

DEC 16 12 18 PM '97

Mr. Vernon A. Williams
December 16, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE AGREEMENT

DEC 16 '97

12-20PM

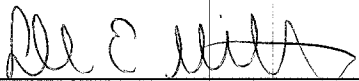
Memorandum of Lease Schedule No. 03365-00015, dated December 11, 1997, by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH


The undersigned have entered into that certain Master Lease Agreement, dated September 27, 1997, and Lease Schedule 03365-00015 thereto, whereby the Lessor has agreed to lease to the Lessee and Lessee has agreed to lease from the Lessor certain coil steel cars bearing road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Master Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: 
Name: David E. Mitchell
Title: Vice President

THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY COMPANY

By: 
Name: Paul Weyandt
Title: Assistant Vice President

Executed on this 11 th day of December, 1997.



EXHIBIT A

Attached to and made a part of the following: Memorandum of Lease No. 03365-00015
with The Burlington Northern and Santa Fe Railway Company

QTY	DESCRIPTION	MARKING NUMBERS
124	1997 Trinity Industries Inc. Covered Coil Steel Cars	BNSF 534419 and BNSF 534476 through BNSF 534598, both inclusive
90	1997 Trinity Industries Inc. Open Coil Steel Cars	BNSF 529721 through BNSF 529810, both inclusive

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

DEPRECIABLE TAX LIFE IS SEVEN YEARS

FLEET CAPITAL CORPORATION

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

BY: David E. Mitchell

BY: Paul J. V...

NAME: DAVID E. MITCHELL

NAME: _____

TITLE: Vice President/Sr. Lender

TITLE: _____

STATE OF ILLINOIS)

) ss:

December 11, 1997

COUNTY OF COOK)

On this the 11 th day of December, 1997, before me, the undersigned officer, personally appeared Paul Weyandt who acknowledged himself to be an Assistant Vice President of The Burlington Northern and Santa Fe Railway Company, and that he as such Assistant Vice President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his free act and deed individually and as such Assistant Vice President, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself as such Assistant Vice President.

IN WITNESS WHEREOF, I hereunto set my hand.



Dorothy V. Schaeetzle
Notary Public

My Commission Expires: 11/20/00

STATE OF RHODE ISLAND)

) ss:

December 11, 1997

COUNTY OF PROVIDENCE)

On this the 11 th day of December, 1997, before me, the undersigned officer, personally appeared DAVID E. MITCHELL, who acknowledged himself to be a(n) VICE PRESIDENT of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS HEREOF, I hereunto set my hand.

Mary McFarland
Notary Public

My Commission Expires: 12/29/97